

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

ROBERT H. BURCH, Individually and on Behalf
of All Others Similarly Situated,

Plaintiff,

vs.

SLM CORPORATION, ALBERT L. LORD,
CHARLES ELLIOTT (C.E.) ANDREWS and
ROBERT S. AUTOR,

Defendants.

RUSSELL PATRICK, Individually and on Behalf
of All Others Similarly Situated,

Plaintiff,

vs.

SLM CORPORATION, ALBERT L. LORD,
CHARLES ELLIOTT (C.E.) ANDREWS and
ROBERT S. AUTOR,

Defendants.

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Case No. 1:08-CV-01029-WHP

Case No. 1:08-CV-02463-WHP

**DECLARATION OF JONATHAN K. LEVINE
IN SUPPORT OF THE MOTION OF SLM VENTURE FOR CONSOLIDATION,
APPOINTMENT AS LEAD PLAINTIFF AND
APPROVAL OF SELECTION OF LEAD COUNSEL**

I, Jonathan K. Levine, under penalty of perjury, hereby declare:

1. I am a partner of Girard Gibbs LLP and am admitted to practice in the Southern District of New York. I submit this declaration in support of the Motion of SLM Venture for Consolidation, Appointment as Lead Plaintiff and Approval of Selection of Lead Counsel.
2. Attached hereto as Exhibit A is a true and correct copy of the PSLRA notice published by counsel for plaintiff in the first-filed action on Business Wire on January 31, 2008.
3. Attached hereto as Exhibit B is a true and correct copy of SLM Venture's Certification of Proposed Lead Plaintiff Pursuant to the Federal Securities Laws.
4. Attached hereto as Exhibit C is the firm resume of Girard Gibbs LLP.
5. Attached hereto as Exhibit D is an analysis of SLM Venture's SLM Corporation common stock transactions between January 18, 2007 and January 3, 2008.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 31st day of March, 2008 at San Francisco, California.

/s/ Jonathan K. Levine
Jonathan K. Levine

Exhibit A

BUS Coughlin Stoia Geller Rudman & Robbins LLP Files Class Action
Jan 31 2008 14:33

Suit against SLM Corporation

SAN DIEGO--(BUSINESS WIRE)--January 31, 2008
Coughlin Stoia Geller Rudman & Robbins LLP ("Coughlin Stoia")
(<http://www.csgr.com/cases/salliemae/>) today announced that a class
action has been commenced in the United States District Court for the
Southern District of New York on behalf of purchasers of SLM
Corporation ("Sallie Mae") (NYSE:SLM) common stock during the period
between January 18, 2007 and January 3, 2008 (the "Class Period").

If you wish to serve as lead plaintiff, you must move the Court no
later than 60 days from today. If you wish to discuss this action or
have any questions concerning this notice or your rights or interests,
please contact plaintiff's counsel, Darren Robbins of Coughlin Stoia
at 800/449-4900 or 619/231-1058, or via e-mail at djr@csgr.com. If
you are a member of this class, you can view a copy of the complaint
as filed or join this class action online at
<http://www.csgr.com/cases/salliemae/>. Any member of the purported
class may move the Court to serve as lead plaintiff through counsel of
their choice, or may choose to do nothing and remain an absent class
member.

The complaint charges Sallie Mae and certain of its officers and
directors with violations of the Securities Exchange Act of 1934.
Sallie Mae, through its subsidiaries, provides education finance in
the United States.

The complaint alleges that during the Class Period, defendants
issued materially false and misleading statements regarding the
Company's business and financial results and, despite evidence that
Sallie Mae's loan loss provisions for its subprime borrowers attending
non-traditional schools were inadequate both prior to and at the start
of the Class Period, defendants failed to adequately reserve for
losses in Sallie Mae's non-traditional portfolio. As a result of
defendants' false statements, Sallie Mae's stock traded at
artificially inflated prices during the Class Period, reaching a Class
Period high of \$57.98 per share in July 2007.

On January 3, 2008, the Company disclosed in an SEC filing that it
would be cutting back on its core business of lending to students by
being "more selective" in making students loans due to turmoil in the
credit markets and a new federal law that slashed subsidies to the
private companies that make government-backed student loans. On this
news, Sallie Mae's stock dropped \$2.49 per share to close at \$16.67

BUS Coughlin Stoia Geller Rudman & Robbins LLP Files Class Action
Jan 31 2008 14:33

per share, a one-day decline of 15%.

According to the complaint, the true facts, which were known by the defendants but concealed from the investing public during the Class Period, were as follows: (a) the Company failed to engage in proper due diligence in originating student loans to subprime borrowers, particularly those attending non-traditional institutions; (b) the Company was not adequately reserving for uncollectible loans in its non-traditional portfolio in violation of generally accepted accounting principles, causing its financial results to be materially misstated; (c) the Company had far greater exposure to anticipated losses and defaults related to its non-traditional loan portfolio than it had previously disclosed; and (d) given the deterioration and the increased volatility in the subprime market and reductions in federal subsidies, the Company would be forced to tighten its lending standards on both its federal loans and private education loans which would have a direct material negative impact on its loan originations going forward.

Plaintiff seeks to recover damages on behalf of all purchasers of Sallie Mae common stock during the Class Period (the "Class"). The plaintiff is represented by Coughlin Stoia, which has expertise in prosecuting investor class actions and extensive experience in actions involving financial fraud.

Coughlin Stoia, a 190-lawyer firm with offices in San Diego, San Francisco, Los Angeles, New York, Boca Raton, Washington, D.C., Philadelphia and Atlanta, is active in major litigations pending in federal and state courts throughout the United States and has taken a leading role in many important actions on behalf of defrauded investors, consumers, and companies, as well as victims of human rights violations. The Coughlin Stoia Web site (<http://www.csgr.com>) has more information about the firm.

CONTACT:

Coughlin Stoia
Darren Robbins, 800-449-4900 or 619-231-1058
[djrr@csgr.com](mailto:djr@csgr.com)

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Exhibit B

**CERTIFICATION OF PROPOSED LEAD PLAINTIFF
PURSUANT TO THE FEDERAL SECURITIES LAWS**

I, Sam Sotoodeh, declare the following as to the claims asserted, or to be asserted, under the federal securities laws:

1. I am the authorized agent for SLM Venture which seeks appointment as lead plaintiff in this action against SLM Corporation. I have reviewed the complaint on file in this action.
2. On behalf of SLM Venture, I designate Girard Gibbs LLP as counsel for SLM Venture in this action for all purposes.
3. SLM Venture did not acquire any securities of SLM Corporation at the direction of Girard Gibbs LLP or in order to participate in any private action under the federal securities laws.
4. SLM Venture is willing to serve as a lead plaintiff either individually or as part of a group. On behalf of SLM Venture, I understand that a lead plaintiff is a representative party who acts on behalf of other class members in directing the litigation, and whose duties may include testifying at deposition or trial.
5. SLM Venture will not accept any payment for serving as a representative party beyond its pro rata share of any recovery, except reasonable costs and expenses, such as lost wages and travel expenses, directly related to the class representation, as ordered or approved by the Court pursuant to law.
6. SLM Venture has not sought to serve or served as a representative party for a class in an action under the federal securities laws within the past three years.

7. On behalf of SLM Venture, I understand that this is not a claim form, and that SLM Venture's ability to share in any recovery as a class member is not affected by its decision to serve as a representative party.

8. SLM Venture's purchases and sales of SLM Corporation securities during the class period are attached as Attachment A to this document.

9. I declare under penalty of perjury that the foregoing is true and correct.

Executed this 22th day of March, 2008



Sam Satoodeh

**Attachment A: SLM Venture's SLM Corporation Common Stock Transactions
Between January 18, 2007 and January 3, 2008**

Date	Buy/Sell	Shares Traded	Average Share Price	Total Cost
9/28/2007	BUY	2,000	49.35	98,700.00
9/28/2007	SELL	2,000	49.57	99,140.00
10/4/2007	BUY	61,800	49.33	3,048,581.64
10/4/2007	SELL	3,800	49.31	187,384.08
10/5/2007	BUY	30,000	49.62	1,488,666.00
10/15/2007	BUY	11,000	46.15	507,689.60
10/15/2007	SELL	16,800	46.35	778,710.24
10/19/2007	BUY	26,000	50.00	1,300,000.00
10/19/2007	SELL	7,900	45.00	355,500.00
10/21/2007	BUY	78,000	47.55	3,708,640.96
10/21/2007	SELL	5,000	46.49	232,456.91
10/29/2007	BUY	600	47.49	28,495.02
10/29/2007	SELL	600	47.57	28,543.02
10/29/2007	BUY	500	47.49	23,746.00
10/29/2007	SELL	500	47.57	23,786.00
10/30/2007	BUY	7,000	47.08	329,564.90
10/30/2007	SELL	7,300	47.23	344,806.01
10/30/2007	BUY	5,500	47.08	258,937.25
10/30/2007	SELL	5,500	47.23	259,789.20
10/31/2007	BUY	14,553	46.92	682,803.48
10/31/2007	SELL	16,753	47.06	788,342.57
10/31/2007	BUY	14,703	46.91	689,785.36
10/31/2007	SELL	17,103	47.06	804,791.94
11/2/2007	BUY	1,371	45.49	62,373.37
11/2/2007	SELL	1,371	45.65	62,579.30
11/2/2007	BUY	3,197	45.46	145,334.04
11/2/2007	SELL	3,197	45.61	145,826.36
11/5/2007	BUY	2,500	50.00	125,000.00
11/5/2007	BUY	1,200	44.16	52,986.00
11/5/2007	SELL	2,100	44.38	93,200.94
11/6/2007	BUY	2,800	43.13	120,750.00
11/6/2007	SELL	2,800	43.29	121,208.08
11/6/2007	BUY	1,900	43.15	81,976.07
11/6/2007	SELL	1,900	43.29	82,250.05
11/7/2007	BUY	16,200	41.34	669,693.42
11/7/2007	SELL	21,700	41.41	898,618.70
11/7/2007	BUY	2,500	50.00	125,000.00
11/7/2007	BUY	14,699	41.39	608,343.12
11/7/2007	SELL	20,299	41.44	841,170.26
11/8/2007	BUY	18,300	40.72	745,262.01
11/8/2007	SELL	50,700	40.12	2,034,053.58
11/8/2007	BUY	20,380	40.73	829,975.50
11/8/2007	SELL	55,347	40.08	2,218,227.01
11/14/2007	BUY	14,300	40.92	585,114.53
11/14/2007	SELL	35,453	40.70	1,442,873.28
11/14/2007	BUY	21,300	42.02	895,053.69
11/14/2007	SELL	35,700	40.69	1,452,761.52
11/15/2007	BUY	34,300	39.41	1,351,636.09
11/15/2007	SELL	78,047	39.23	3,061,826.90

**Attachment A: SLM Venture's SLM Corporation Common Stock Transactions
Between January 18, 2007 and January 3, 2008**

Date	Buy/Sell	Shares Traded	Average Share Price	Total Cost
11/15/2007	SELL	58,229	39.23	2,284,355.82
11/15/2007	BUY	22,816	39.45	900,184.75
11/15/2007	SELL	65,300	39.49	2,578,461.92
11/16/2007	SELL	28,000	38.90	1,089,211.20
11/16/2007	BUY	10,300	38.75	399,115.73
11/16/2007	BUY	25,000	50.00	1,250,000.00
11/16/2007	BUY	12,841	38.76	497,726.15
11/16/2007	SELL	15,590	38.91	606,550.78
11/16/2007	SELL	19,210	38.91	747,391.94
11/18/2007	BUY	12,271	45.00	552,195.00
11/18/2007	BUY	38,658	45.00	1,739,610.00
11/18/2007	BUY	37,271	45.00	1,677,195.00
11/18/2007	BUY	22,790	44.17	1,006,593.35
11/18/2007	BUY	55,500	47.05	2,611,533.08
11/18/2007	BUY	19,210	44.17	848,467.24
11/19/2007	SELL	37,271	37.00	1,378,989.73
11/20/2007	BUY	37,400	36.63	1,369,782.48
11/20/2007	SELL	51,700	36.69	1,896,614.50
11/21/2007	BUY	2,400	36.57	87,765.12
11/21/2007	SELL	13,700	36.45	499,414.32
11/29/2007	BUY	2,300	37.54	86,336.02
11/29/2007	SELL	3,200	37.61	120,348.16
11/30/2007	BUY	33,803	37.99	1,284,334.84
11/30/2007	SELL	47,403	38.06	1,804,219.80
12/7/2007	BUY	4,200	36.84	154,725.06
12/7/2007	SELL	4,200	37.01	155,425.20
12/10/2007	BUY	12,000	35.34	424,120.80
12/10/2007	SELL	13,600	35.41	481,619.52
12/12/2007	BUY	1,000	28.15	28,150.00
12/12/2007	BUY	87,200	28.57	2,491,548.16
12/12/2007	SELL	1,000	28.23	28,230.00
12/12/2007	SELL	108,600	28.66	3,112,389.12
12/13/2007	BUY	2,500	37.06	92,637.75
12/14/2007	BUY	7,200	37.05	266,771.72
12/17/2007	BUY	2,500	37.06	92,637.75
12/19/2007	BUY	800	37.06	29,644.04
12/19/2007	BUY	2,500	33.47	83,687.38
12/20/2007	BUY	30,500	20.65	629,843.30
12/21/2007	BUY	2,500	33.47	83,687.38
12/23/2007	BUY	33,100	33.55	1,110,567.89
12/26/2007	BUY	4,800	21.68	104,052.96
12/26/2007	SELL	12,100	21.79	263,620.28

Exhibit C

GIRARD GIBBS LLP

Attorneys at Law

601 California Street, 14th Floor | San Francisco, CA 94108-2819
Tel: 415.981.4800 | Fax: 415.981.4846 | www.girardgibbs.com

FIRM RESUME

Girard Gibbs LLP specializes in class action and complex business litigation. Founded in 1995, the firm represents clients throughout the United States in securities, antitrust, product liability, and consumer protection actions. The firm specializes in representing and counseling institutional investors in securities and derivative litigation and has advised some of the largest institutional investors in the United States. Girard Gibbs is currently prosecuting securities actions on behalf of Allianz of America, Inc., Fireman's Fund Insurance Company, Jefferson Life Insurance Company, Preferred Life Insurance Company, AGF Asset Management, Cornhill Life Insurance Company and Merchant Investors Insurance Company Ltd. The firm has represented the Kansas Public Employees Retirement System (KPERS) in several securities actions and currently serves as outside counsel to KPERS with respect to all securities litigation. Girard Gibbs has also served as outside counsel to the California Public Employees Retirement System (CalPERS), the California State Teachers' Retirement System (CalSTRS), the State of Wisconsin Investment Board, the Louisiana Teachers' Retirement System, the Louisiana State Employees Retirement System, and the Los Angeles County Employees Retirement Association.

The firm's partners are experienced in all aspects of class action practice and complex securities and business litigation. Girard Gibbs seeks to apply its experience as plaintiffs' attorneys to manage and resolve civil litigation effectively and efficiently on behalf of all the firm's clients. The firm also provides consulting and preventive counseling services to corporate clients and professionals on a variety of legal issues.

PARTNERS

Daniel C. Girard serves as the firm's managing partner and coordinates the prosecution of various securities, antitrust and consumer legal matters handled by the firm.

He has successfully prosecuted over 75 class action matters and served in leadership positions in a number of high-profile cases. Some of the cases in which Mr. Girard served as lead counsel include In re American Express Financial Advisors Securities Litigation, (\$100 million settlement), In re Prison Realty Securities Litigation, (\$104 million settlement), In re i2 Technologies Securities Litigation, (\$88 million settlement), and In re MCI Non-Subscriber Rates Litigation, (\$90 million). Mr. Girard represented the California State Teachers Retirement System in litigation in a non-class securities action against Qwest Communications, Inc. and outside auditor Arthur Andersen, resulting in a recovery of \$45 million for CalSTRS. He also served as a member of the Executive Committee in the Natural Gas Antitrust Cases I, II, III and IV, antitrust litigation against numerous natural gas companies for manipulating the market for natural gas in California. The Natural Gas litigation resulted in total settlements of nearly \$160 million to date.

Mr. Girard currently represents Nashville country music publisher Cal IV Entertainment LLC in copyright litigation against YouTube and Google, Inc. He also represents Allianz of America, Inc., Fireman's Fund and other large private institutional investors in litigation arising out of their investments in Winstar Communications, Inc., and serves as lead counsel in the H&R Block Express IRA Litigation.

Mr. Girard is a member of United States Judicial Conference Advisory Committee on Civil Rules, and participated in the development of the electronic discovery amendments to the Federal Rules of Civil Procedure. He is a member of the American Law Institute. He is past Chair of the American Bar Association Business Law Section Subcommittee on Class Actions, Co-Chair of the Business and Corporate Litigation Committee's Task Force on Litigation Reform and Rule Revision, and Vice-Chair of the Business and Corporate Litigation Committee. He has served as a guest lecturer on class actions and complex litigation at the major Bay Area law schools.

In 2007, Mr. Girard was honored as a *Northern California Super Lawyer* by Law & Politics Magazine, where he was recognized in the top 5-percent of attorneys practicing in Northern California. He serves as Chair of the Board of Trustees of the St. Matthew's Episcopal Day School in San Mateo, California. He has been a volunteer conservation easement monitor for the Peninsula Open Space Trust since 1991.

He is a 1984 graduate of the School of Law, University of California at Davis, where he served as an editor of the Law Review. He received his undergraduate degree from Cornell University in 1979. Mr. Girard is a member of the California Bar.

Eric H. Gibbs has served as court-appointed lead counsel, class counsel and liaison counsel in numerous consumer class actions throughout the United States. He has successfully prosecuted over 40 consumer class action matters, including cases involving defective products, telecommunications, credit cards, unfair competition, false advertising, truth-in-lending, product liability and credit repair under both state and federal consumer protection statutes.

Some of the consumer class actions in which Mr. Gibbs acted in a leadership role that resulted in favorable settlements for class members include Mitchell v. American Fair Credit Association and Mitchell v. Bankfirst, N.A., which generated one of the largest settlements in the United States under the credit services laws (over \$40 million), Providian Credit Card Cases, which resulted in one of the largest class action recoveries in the United States arising out of consumer credit card litigation (\$105 million), and In re LookSmart Litigation, a nationwide class action settlement providing cash and benefits valued at approximately \$20 million. Mr. Gibbs also served in a leadership role in litigation over the Apple iPod's early battery failures, resulting in a widely publicized settlement.

Mr. Gibbs currently serves as lead counsel in the following matters, among others: In Re Girls Gone Wild Litigation, Case No. BC296675, Los Angeles County, California (certified class of more than 1 million people); Gutzler v. General Motors, Case No. 03CV208786, Jackson County, Missouri (certified class); and In re General Motors Corp.

DexCool Vehicle Coolant Litigation, MDL No. 1562, pending in the USDC, Southern District of Illinois.

Mr. Gibbs is a 1995 graduate of the Seattle University School of Law. He received his undergraduate degree from San Francisco State University in 1991. Before joining Girard Gibbs, he worked for two years as a law clerk for the Consumer Protection Division of the Washington Attorney General's Office. Mr. Gibbs has lectured on consumer class actions, including most recently as a featured speaker for the Litigation Section of the Barristers Club of the San Francisco Bar Association concerning, "Class Certification In Consumer Cases" (2006) and for the Consumer Rights Section of the Barristers Club of the San Francisco Bar Association concerning, "Successfully Obtaining Attorneys' Fees Under Fee-Shifting Statutes" (2004).

Mr. Gibbs is admitted to the California Bar. He also is admitted to practice before the United States Court of Appeals for the Ninth Circuit, as well as the United States District Courts for the District of Colorado and the Northern, Eastern, Central and Southern Districts of California. Mr. Gibbs is a member of the American Bar Association, the Association of Trial Lawyers of America, the National Association of Consumer Advocates, the Consumer Attorneys of California, the Association of Business Trial Lawyers, the Alameda County Bar Association, and the San Francisco Trial Lawyers Association.

A. J. De Bartolomeo has fifteen years experience in complex litigation, including the prosecution and defense of class actions arising under the securities, communications, consumer protection and copyright laws.

Ms. De Bartolomeo participated in the firm's representation of the California State Teachers Retirement System in CalSTRS v. Qwest Communications, et al., opt-out securities litigation against Qwest Communications, Inc. Ms. De Bartolomeo served as lead counsel in Lehman v. Blue Shield in California Superior Court for the County of San Francisco, where plaintiffs alleged that premium increase practices were unfair and deceptive, and resulted in thousands of people paying additional premiums. The parties negotiated a class-wide settlement, which was approved by the Court. She also assisted in the prosecution and settlement of the American Express Financial Advisors Litigation.

She is a member of the American Bar Association Sections on Litigation, Business Law and Communications and the American Association for Justice. She also is a member of the National Association of Public Pension Attorneys, where she is an active participant in the Task Force on Securities Litigation and Damage Calculation, as well as a member of the Council of Institutional Investors.

Ms. De Bartolomeo is a 1988 graduate of the University of California, Hastings College of the Law. She received her undergraduate degree from Fairfield University in 1982, and a General Course degree in Economics from the University of London, London School of Economics and Political Science (1981). Ms. De Bartolomeo has been invited to speak on consumer and securities class actions, as well as the settlement approval process before defense law firms, institutional investors and government committees; most recently, for the Fact-finding Mission to Class Actions in the United States, sponsored by the Japan Federation of Bar Associations and Kyoto Bar Association. Before joining Girard Gibbs, Ms. De Bartolomeo was an associate with Robins Kaplan Miller & Ciresi and a Staff Attorney with the Securities and

Exchange Commission (Enforcement Division). She is admitted to the California Bar. She also is admitted to practice before the United States Supreme Court, the United States Courts of Appeals for the First and Ninth Circuits, and the United States District Courts for the District of Michigan, the Southern District of Texas, and the Northern, Eastern, Central and Southern Districts of California.

Jonathan K. Levine has nearly 20 years of experience prosecuting complex securities fraud, accounting fraud and class action litigation. He has served and is serving as court-appointed class counsel, lead counsel and liaison counsel in numerous complex class actions in federal courts throughout the United States and in state courts in California. Mr. Levine has prosecuted over 20 securities fraud actions successfully, including cases of complex accounting fraud involving Arthur Andersen, Ernst & Young, KPMG Peat Marwick, Deloitte & Touche, Price Waterhouse and Grant Thornton. Some of the cases in which Mr. Levine served in a leadership role include Rosen v. Macromedia, Inc., where as co-lead counsel he obtained a \$48 million securities class action settlement in California state court, In re Gupta Corporation Securities Litigation, where as co-lead counsel he obtained a \$15 million settlement, Provenz v. Miller, where as co-lead counsel he obtained a \$15 million securities class action settlement, and Providian Credit Card Cases, where as co-lead counsel he obtained a class action settlement of \$105 million, one of the largest class action recoveries in the United States arising out of consumer credit card litigation. Mr. Levine leads the firm's pretrial preparation in securities litigation on behalf of Allianz of America, Inc., Fireman's Fund and other large private institutional investors against Grant Thornton and other defendants arising out of their investments in Winstar Communications, Inc.

Mr. Levine is the author of "E-Mail and Voice Mail Discovery Issues," Glasser LegalWorks (1998), "Discovery Techniques in Commercial Litigation and Recent Developments In the Rules of Discovery," American Trial Lawyers Association (1991), and the co-author of "The Business Judgment Rule and Derivative Actions," Practicing Law Institute (1989). He has lectured on securities litigation under the Private Securities Litigation Reform Act of 1995, consumer fraud and predatory lending litigation, and computer discovery and electronic data retention risk control. Mr. Levine was recently appointed as a member of the Committee on Federal Courts of the State Bar of California. He is the past chair of the American Bar Association Litigation Section Subcommittee on Officers and Directors Liability. He also currently serves as Chairman of the Piedmont Planning Commission.

For nine years prior to joining Girard Gibbs, Mr. Levine was a partner at the New York law firm of Kaplan Fox & Kilsheimer LLP, where he specialized in securities fraud, accounting fraud and consumer class action litigation. Mr. Levine is a 1988 graduate of Fordham University School of Law. He received his undergraduate degree from Columbia University in 1985. Mr. Levine is a member of the California State Bar Association, New York State Bar Association, Connecticut Bar Association, American Bar Association, the Association of Business Trial Lawyers – Northern California, and the Association of Trial Lawyers of America. He is admitted to the New York, Connecticut and California Bars.

Elizabeth C. Pritzker is a seasoned litigation and trial attorney with broad experience in complex litigation matters, including the prosecution of consumer, product liability, and securities class actions.

Ms. Pritzker's consumer and product liability experience extends to new and emerging technologies. She served as co-lead counsel in a multi-district class action alleging that SONY BMG Music Entertainment had violated the Computer Fraud and Abuse Act by placing digital rights management software on music CDs distributed to the public (In re SONY BMG Technologies Litigation, S.D.N.Y. Case No. 1:05-cv-09575 (NRB)), and as co-lead counsel in a California state-court class action against Apple, Inc., alleging that Apple had made material misrepresentations and omissions with respect to the battery life of its early-generation iPod music players (In Re iPod Cases, J.C.C.P. No. 4335).

Ms. Pritzker currently serves as lead counsel in In Re General Motors Cases, JCCP No. 4396, a certified state court class action against General Motors alleging violations of California's "Secret Warranty" law, California Civil Code § 1794.90 et seq. She serves as Liaison Counsel for the Direct Purchaser Plaintiffs in In Re TFT-LCD (Flat Panel) Antitrust Litigation, MDL No. 1897, N.D.Cal. Master File No. C-07-1827-SI (multi-district class action alleging price-fixing by foreign and domestic manufacturers of Thin Film Transistor Liquid Crystal Display (TFT-LCD) products). She also has an ongoing and active role in several complex litigation matters, including: In Re Natural Gas Antitrust Cases I, II, III and IV, J.C.C.P. No. 4221 (coordinated antitrust class action litigation against numerous natural gas companies for manipulating the market for natural gas in California which has achieved settlements to date of \$153 million); and Nordberg v. Trilegiant Corporation et al., N.D. Cal. Case No. C-05-3246 (MHP) (federal class action alleging that Trilegiant's practice of placing consumers into the company's membership service programs, and billing them for "membership fees," without consumers' valid authorization violates federal and state consumer laws).

Prior to joining the firm, she served as counsel for the San Francisco Unified School District in a False Claim Act suit against Progress Energy Corp., and its subsidiary Progress Energy Solutions, Inc., that resulted in a \$43 million settlement for the District.

Ms. Pritzker is a 1989 graduate of the University of San Francisco School of Law. She received her undergraduate degree in Economics from McGill University in 1983. Ms. Pritzker is a member of the Association of Trial Lawyers of America, National Association of Consumer Advocates, Trial Lawyers for Public Justice, California Women Lawyers, Consumer Attorneys of California, the Bar Association of San Francisco, the San Mateo Bar Association, and the Alameda County Bar Association. Ms. Pritzker is admitted to the California Bar.

Aaron M. Sheanin has extensive experience in complex litigation matters, including the prosecution of securities fraud and corporate governance cases on behalf of individual and institutional investors, as well as antitrust and complex consumer actions. He also advises several state pension funds and private institutional investors with respect to securities matters. Mr. Sheanin currently serves as lead counsel in Brennan v. AT&T Corp., a nationwide class action challenging MCI's practice of assessing long distance telephone service charges to non-customers, pending in the United States District Court for the District

of Arizona. He serves as co-chair of the Discovery Committee in Natural Gas Antitrust Cases I, II, III and IV, antitrust litigation against numerous natural gas companies for manipulating the California natural gas market, which has achieved settlements of \$153 million to date.

Mr. Sheanin is a 1999 graduate of Columbia University School of Law, where he was a James Kent Scholar and a Harlan Fiske Stone Scholar. He received his undergraduate degree from the University of California at Berkeley in 1993, where he was elected to Phi Beta Kappa. Mr. Sheanin is a member of the American Bar Association and the San Francisco Bar Association. He has presented before the American Bar Association's Task Force on Contingent Fees (Tort Trial and Insurance Practice Section), and is a contributing author to "California Class Actions Practice and Procedure" (Matthew Bender, 1st Ed. 2003). From 1999 to 2001, Mr. Sheanin was a Pro Se law clerk for the United States Court of Appeals for the Second Circuit. Prior to joining Girard Gibbs, Mr. Sheanin was an associate with Lieff, Cabraser, Heimann & Bernstein LLP, where he had extensive experience prosecuting class action cases involving consumer protection, product defect and employment discrimination. In the summer of 1997, he was a judicial extern to the Honorable Barrington D. Parker, Jr. of the United States District Court, Southern District of New York. He is admitted to the New York, New Jersey and California Bars.

Amanda M. Steiner is a 1997 graduate of the University of California at Berkeley, Boalt Hall School of Law, where she served as an Associate Editor for the *Berkeley Journal of Employment and Labor Law* (1995-96) and Articles Editor for the *Berkeley Women's Law Journal* (1994-97). She received her undergraduate degree, *cum laude*, from Carleton College in 1991. Prior to joining Girard Gibbs, Ms. Steiner practiced at Wendel, Rosen, Black & Dean, LLP in Oakland, CA, where she handled a variety of complex litigation matters, including real estate development, construction issues, commercial and real estate contracts, mortgages and trust deeds, and lender-related disputes.

Prior to joining Wendel Rosen, Ms. Steiner was associated with law firms in San Francisco and Seattle, where she represented plaintiffs in all phases of class action litigation, with a particular focus on consumer protection, defective product and employment matters. Prior to obtaining her law degree, Ms. Steiner served as an extern for U.S. District Court Judge Marilyn Hall Patel, and also worked as a law clerk for the Criminal Division of the U.S. Attorney's Office, the Alameda County District Attorney, and the Hopi Appellate Court Clinic and Tribal Law Project. She is admitted to the California and Washington Bars. She is also admitted to practice before the United States Court of Appeals for the Ninth Circuit as well as the United States District Court for the Northern District of California and the Western and Eastern District of Washington.

Steven G. Tidrick practices in the areas of antitrust, securities, consumer class actions, intellectual property, insurance laws, and complex commercial litigation.

Mr. Tidrick is a member of the American Bar Association Section on Antitrust. He is also a member of the State Bar of California Section on Antitrust and Unfair Competition, Consumer Attorneys of California, San Francisco Trial Lawyers Association and the Alameda County Bar Association.

Mr. Tidrick is a 1999 graduate of Harvard Law School, where he served as Articles & Commentaries Editor for the Harvard Law Review. He also served as editor for the Harvard Civil Rights-Civil Liberties Law Review and the Harvard Environmental Law Review. He received his undergraduate degree, *magna cum laude*, from Harvard College in 1994, where he was elected to Phi Beta Kappa. Mr. Tidrick is Vice President of the Foundation of the State Bar of California, a nonprofit entity dedicated to providing opportunities for lawyers to support community projects and education to improve access to justice. Mr. Tidrick is a frequent speaker on governmental and political issues, most recently moderating the Attorney General Democratic Candidates' Forum and Oakland Mayoral Candidates' Debate. His writings have been published in such journals as the National Law Journal and The New Republic. From 1999 to 2000, Mr. Tidrick served as law clerk to the Honorable M. Margaret KcKeown, United States Court of Appeals for the Ninth Circuit. In 1998, he was a Teaching Fellow for the Harvard University Department of Government. Prior to joining Girard Gibbs, Mr. Tidrick was a senior associate with Boies, Schiller & Flexner LLP, where he successfully litigated complex matters involving antitrust, securities, commercial litigation and white-collar defense. He formerly was an associate with Foley Hoag LLP, where he litigated matters involving intellectual property, complex commercial litigation and insurance.

He is admitted to the Massachusetts and California Bars. He also is admitted to practice before the United States Court of Appeals for the First and Ninth Circuits, as well as the as well as the United States District Courts for the Northern, Central and Eastern Districts of California and the District of Massachusetts.

ASSOCIATES

Christina H. Connolly is a 2006 graduate, *cum laude*, of the University of California, Hastings College of Law, where she was a member of the Thurston Society and was the recipient of the Best Oral Advocate Award. She was also the recipient of the Witkin award in her Legal Writing and Criminal Law courses. She received her undergraduate degree in history, *magna cum laude*, from Brown University in 1997. Ms. Connolly was a summer 2005 extern for the Honorable Phyllis J. Hamilton of the United States District Court, Northern District of California. Ms. Connolly also served as a spring 2005 extern for the Honorable John E. Munter, San Francisco Superior Court. She is a member of the American Bar Association, the Bar Association of the San Francisco and the San Francisco Trial Lawyers Association. Ms. Connolly is admitted to the California Bar. She is also admitted to practice before the United States District Courts for the Northern, Central, Eastern and Southern Districts of California.

Todd Espinosa is a 2000 graduate of Harvard Law School, where he participated in the Harvard Legal Aid Bureau and Tenant Advocacy Project. He received his undergraduate degree from Harvard College in 1997 and a Master of City Planning degree from University of California at Berkeley in 2006. Before joining Girard Gibbs, Mr. Espinosa was a law clerk for the Honorable Claudia Wilken, United States District Court for the Northern District of California. He also worked as a legal research attorney for the Superior Court of California, County of Santa Clara. Mr. Espinosa is admitted to the California Bar. He is also admitted to practice before the U.S. District Court for the Central District of California.

Dylan Hughes is a 2000 graduate of the University of California, Hastings College of Law. He received his undergraduate degree from the University of California at Berkeley in 1995. Mr. Hughes was a spring 2000 extern for the Honorable Charles A. Legge of the United States District Court, Northern District of California. Before joining Girard Gibbs, he was a law clerk for the Honorable Paul A. Mapes, Administrative Law Judge of the Office of Administrative Law Judges, United States Department of Labor. Mr. Hughes is a member of the American Bar Association and the Consumer Rights Section of the Barristers Club. He is admitted to the California Bar. He also is admitted to practice before the United States Court of Appeals for the Ninth Circuit, as well as the United States District Courts for the Northern, Central, Eastern and Southern Districts of California.

Bernard Kornberg is a 2007 graduate of the University of Arizona, James E. Rogers College of Law, where he was an Articles Editor for the *Arizona Law Review*. He is the author of *State v. Martinez: The Arizona Supreme Court Applies and Upholds the State Sentencing Scheme in Light of Blakely*, *Arizona Law Review*, Winter 2005, 47 *Ariz. L. Rev.* 1073. He received his undergraduate degree in political science and english from University of California at Berkeley in 2002. Mr. Kornberg was a 2006 extern for the Honorable Eileen Hollowell of the United States Bankruptcy Court, Tucson, Arizona. He is admitted to the California Bar.

Daniel T. LeBel is a 2006 graduate of the University of California, Hastings College of Law, where he completed a civil litigation concentration. He received his undergraduate degree, *with distinction in general scholarship*, from the University of California at Berkeley in 1999. Mr. LeBel was a fall 2005 extern for the Honorable Paul Alvarado, San Francisco Superior Court. He is a member of the San Francisco Bar Association, the American Trial Lawyers Association and Trial Lawyers for Public Justice. Mr. LeBel is admitted to the California Bar.

Geoffrey A. Munroe is a 2003 graduate of the University of California at Berkeley, Boalt Hall School of Law, where he was the recipient of the American Jurisprudence Award in Torts, Business Law & Policy and Computer Law. In addition, he served as a member of the submissions team for the *Berkeley Technology Law Journal* (2000-01) and was involved in Moot Court and Appellate Advocacy. He received his undergraduate degree in chemistry from the University of California at Berkeley in 2000. Before joining Girard Gibbs, Mr. Munroe was an associate with Samuel E. Goldstein & Associates from 2003 to 2007, where he handled a variety of appellate and complex litigation matters, including commercial law, real property and lender-related disputes. He is admitted to the California Bar. He is also admitted to practice before the United States Court of Appeals for the Ninth Circuit, as well as the United States District Courts for the Northern, Central and Southern Districts of California.

SIGNIFICANT RECOVERIES

Some of the cases in which the firm has had a leadership role are described below:

In re American Express Financial Advisors Securities Litigation, Case No. 04-cv-01773-DAB (S.D.N.Y.). Girard Gibbs served as co-lead counsel in this class action, brought on behalf of individuals who bought financial plans and invested in mutual funds from American Express Financial Advisors. The case alleged that American Express steered its clients into underperforming “shelf space funds” to reap kickbacks and other financial benefits. On July 13, 2007, the Court granted final approval to a cash settlement of \$100 million in addition to other relief.

Scheiner v. i2 Technologies, Inc., et al., Case No. 3:01-CV-418-H (N.D. Tex.). Girard Gibbs represented lead plaintiff, the Kansas Public Employees Retirement System, and served as co-lead counsel in this securities fraud class action on behalf of investors in i2 Technologies. The Hon. Barefoot Sanders approved cash settlements for \$88 million from the company, its officers and its former auditor, Arthur Andersen LLP. As part of the settlement, i2 agreed to institute significant corporate governance reforms.

CalSTRS v. Qwest Communications, et al., Case No. 415546 (Cal. Super. Ct. San Francisco County). Girard Gibbs represented the California State Teachers Retirement System in this opt-out securities fraud case against Qwest Communications, Inc. and certain of its officers and directors, as well as its outside auditor Arthur Andersen. The case resulted in a precedent-setting \$45 million settlement for California school teachers.

In re Winstar Communications Securities Litigation, Case No. 01 Civ. 11522 (S.D.N.Y). Girard Gibbs represents Allianz of America, Inc., Fireman’s Fund and other large private institutional investors in federal securities litigation against Grant Thornton and other defendants arising out of their investments in Winstar Communications, Inc. The firm has obtained settlements to date from Lucent Technologies and the individual officers and directors of Winstar, and is continuing to prosecute the case against Grant Thornton, outside auditor to Winstar.

In re Prison Realty Securities Litigation, Case No. 3:99-0452 (M.D. Tenn.). Girard Gibbs served as co-lead counsel in this securities class action brought on behalf of investors against a real estate investment trust and its officers and directors, following defendants’ alleged false statements made in the context of a merger between Corrections Corporation of America and CCA Prison Realty Trust and subsequent operation of the merged entity. On February 13, 2001, the Court granted final approval to a settlement for over \$104 million in cash and stock.

In re Digex, Inc. Shareholder Litigation, Consol. Case No. 18336 (Del. Ch. Ct. 2000). Girard Gibbs represented the Kansas Public Employees Retirement System, one of two institutional lead plaintiffs in this lawsuit whereby minority shareholders of Digex, Inc. sued to enjoin MCI WorldCom’s planned acquisition of a controlling interest in Digex through a merger with Intermedia Communications, Inc., the majority shareholder. In a settlement approved by Delaware Chancery Court on April 6, 2000, a fund consisting of \$165

million in MCI WorldCom stock and \$15 million in cash was secured for Digex shareholders, as well as non-cash benefits valued at \$450 million.

In re Oxford Tax Exempt Fund Securities Litigation, Case No. WMN-95-3643 (D. Md.). Girard Gibbs served as co-lead counsel in this class and derivative litigation brought on behalf of a real estate limited partnership with assets of over \$200 million. Settlement providing for exempt issuance of securities under section 3(a)(10) of Securities Act of 1933, public listing of units, and additional settlement benefits valued at over \$10 million approved January 31, 1997.

Calliott v. HFS, Inc., Case No. 3:97-CV-0924-L (N.D. Tex.). Girard Gibbs intervened on behalf of an institutional client in this securities class action arising out of bankruptcy of Amre, Inc., a seller of home remodeling and repair services. Girard Gibbs was designated lead plaintiff's counsel under Private Securities Litigation Reform Act. Settlements for \$7.3 million were approved August 1999 and December 2000.

In re Total Renal Care Securities Litigation, Case No. 99-01750 (C.D. Cal.). This securities fraud action arose out of restatement of earnings by healthcare provider, brought under the PSLRA by the Louisiana Teachers' Retirement System and the Louisiana School Employees Retirement System. Settled for \$25 million and issuer's commitment to adopt comprehensive corporate governance reforms. Girard Gibbs served as liaison counsel.

In re Towers Financial Corporation Noteholders Litigation, MDL No. 994 (S.D.N.Y.). This securities and RICO class action was brought against promoters and professionals associated with failed investment scheme described by United States Securities and Exchange Commission as "largest Ponzi scheme in U.S. history." \$6 million in partial settlements. \$250 million judgment entered against four senior Towers executives. Girard Gibbs served as liaison counsel and as a plaintiffs' executive committee member. See Dinsmore v. Squadron, Ellenoff, Plesent, Sheinfeld & Sorkin, 945 F. Supp. 84 (S.D.N.Y.1996), rev'd, No. 97-7011, 1998 U.S. App. LEXIS 1448 (2d Cir. Jan. 28, 1998); In re Towers Financial Corporation Noteholders Litigation, 177 F.R.D. 167 (S.D.N.Y. 1997) ("class counsel--particularly Plaintiffs' Liaison counsel, Daniel Girard--has represented the plaintiffs diligently and ably in the several years that this litigation has been before me").

In re Natural Gas Antitrust Cases I, II, III and IV, J.C.C.P. No. 4221 (Cal. Super. Ct. San Diego County). Girard Gibbs served in a leadership capacity in this coordinated antitrust litigation against numerous natural gas companies for manipulating the California natural gas market, which has achieved settlements of nearly \$160 million to date.

In re Providian Credit Card Cases, J.C.C.P. No. 4085 (Cal. Super. Ct. San Francisco County). Girard Gibbs served as court-appointed co-lead counsel in this nationwide class action suit brought on behalf of Providian credit card holders. The lawsuit alleged that Providian engaged in unlawful, unfair and fraudulent business practices by charging its customers unauthorized fees and charges. The Hon. Stuart Pollack approved a \$105 million settlement, plus injunctive relief, which is one of the largest class action recoveries in the United States arising out of consumer credit card litigation.

In re iPod Cases, JCCP No. 4355 (Cal. Super. Ct. San Mateo County). Girard Gibbs, as court appointed co-lead counsel, negotiated a settlement conservatively valued at approximately \$15 million which provided warranty extensions, battery replacements, cash payments, and store credits for those class members who experienced a battery failure. In granting final approval of the settlement, the Hon. Beth L. Freeman said that the class was represented by “extremely well qualified” counsel who negotiated a “significant and substantial benefit” for the class members.

In re Sony BMG CD Technologies Litigation, Case No. 1:05-cv-09575-NRB (S.D.N.Y.). Girard Gibbs served as co-lead counsel in this class action for violation of the Computer Fraud and Abuse Act, 18 U.S.C. § 1030, *et seq.* on behalf of millions of consumers who purchased SONY BMG music compact discs encoded with digital rights management (“DRM”) software which limited CD functionality and acted as spyware on the users’ computers. The Hon. Naomi Reice Buchwald granted approval to a settlement that provided for a nationwide recall of certain CDs, the dissemination of software utilities to remove the offending DRM, cash and other compensation for consumers, and injunctive relief governing SONY BMG’s use of DRM.

In re PayPal Litigation, Case No. C-02-1227-JF (PVT) (N.D.Cal., S.J. Div. 2002). Girard Gibbs served as co-lead counsel in this nationwide class action brought against PayPal alleging violations of the Electronic Funds Transfer Act (“EFTA”) and California consumer protection statutes. The plaintiffs alleged that PayPal did not comply with the EFTA when restricting access to consumers’ PayPal accounts, initiating certain electronic funds transfers or its error resolution processes. On September 24, 2004, Judge Fogel granted final approval to a settlement valued at \$14.35 million in cash and returned funds, plus injunctive relief to ensure compliance with the EFTA.

In re Literary Works In Electronic Databases Copyright Litigation, MDL No. 1379 (GBD) (S.D.N.Y. 2000). Girard Gibbs served as co-lead counsel in this class action brought on behalf of freelance authors alleging that after freelance authors’ works were published in newspapers, magazines, and other print publications with the authors’ permission, those publications then licensed the works without the authors’ permission to the commercial databases for electronic publication, in violation of the Federal Copyright Act. Five cases were consolidated for pretrial proceedings before the Honorable George B. Daniels, U.S. District Judge for the Southern District of New York. On September 27, 2005, Judge Daniels granted final approval of an \$18 million cash settlement.

In re America Online Spin-Off Accounts Litigation, MDL No. 04-1581-RSWL (C.D. Cal.). Girard Gibbs served as court-appointed co-lead counsel in this nationwide class action suit brought on behalf of America Online subscribers who were billed for a second account without their knowledge, authorization or consent. The litigation settled for \$25 million and certain changes in AOL’s billing and account practices.

Lehman v. Blue Shield of California, Case No. CGC-03-419349 (Cal. Super. Ct. San Francisco County). In this class action lawsuit alleging that Blue Shield engaged in unlawful, unfair and fraudulent business practices when it modified the risk tier structure of its individual and family health care plans, a \$6.5 million settlement was negotiated on behalf of

former and current Blue Shield subscribers residing in California. The Honorable James L. Warren granted final approval of the settlement in March 2006.

Roy v. Hyundai Motor America, Case No. SACV 05-483-AHS (C.D. Cal.). Girard Gibbs served as court appointed co-lead counsel in this nationwide class action suit brought on behalf of Hyundai Elantra owners and lessees, based on allegations that the passenger air bag system installed on the Elantras was defective. A settlement was negotiated whereby Hyundai agreed to repair the air bag systems, provide reimbursement for transportation related expenses and an alternative dispute resolution program allowing for trade-ins and buy-backs. In approving the settlement negotiated by Girard Gibbs, the Honorable Alicemarie H. Stotler presiding, described the settlement as “pragmatic” and a “win-win” for all involved.

Powers Law Offices, P.C. v. Cable & Wireless USA, Inc., Case No. 99 CV 12007 (EFH) (D. Mass 1999). Class action brought on behalf of all Cable & Wireless subscribers who were overcharged for recurring and incorrect fees on lines that were not presubscribed to C&W at the time. Girard Gibbs prosecuted the case from 1999 through 2005, and on October 27, 2005, Judge Harrington granted final approval of the \$8 million settlement and the Bankruptcy Judge approved the 30% distribution from the unsecured creditors’ fund of the bankruptcy liquidation proceeds.

Allen Lund Co., Inc. v. AT&T Corp., Case No. C 98-1500-DDP (AJW) (C.D. Cal.). This class action lawsuit was brought on behalf of small businesses whose long-distance service was switched to Business Discount Plan, Inc. Girard Gibbs was appointed class counsel by the Honorable Dean D. Pregerson. The settlement, providing for full cash refunds and free long-distance telephone service, was approved in December 1999.

In re MCI Non-Subscriber Telephone Rates Litigation, MDL Docket No. 1275 (S.D. Ill.). This class action lawsuit was brought on behalf of all MCI subscribers who were charged MCI’s non-subscriber or “casual caller” rates and surcharges instead of the lower rates which MCI advertises and which subscribers expect to be charged. Ten cases were consolidated for pretrial proceedings before the Honorable David R. Herndon, U.S. District Judge for the Southern District of Illinois. Judge Herndon appointed Girard Gibbs as co-lead counsel for the consolidated actions. On March 29, 2001, Judge Herndon granted final approval of a settlement for over \$90 million in cash.

Mitchell v. American Fair Credit Association, Case No. 785811-2 (Cal. Super. Ct. Alameda County); ***Mitchell v. Bankfirst, N.A.***, Case No. C-97-1421-MMC (N.D. Cal.). This class action lawsuit was brought on behalf of California residents who became members of the American Fair Credit Association (“AFCA”). Plaintiffs alleged that AFCA operated an illegal credit repair scheme. The Honorable James Richman certified the class and appointed the firm as class counsel on April 12, 1999. In February 2003, Judge Ronald Sabraw of the Alameda County Superior Court and Judge Maxine Chesney of the U.S. District Court for the Northern District of California granted final approval to settlements valued at over \$40 million. See *Mitchell, et al., v. American Fair Credit Association, Inc., et al.*, 99 Cal. App. 4th 1345 (2002) (first reported decision under the California Credit Services Act of 1984).

In re LookSmart Litigation, Case No. 02-407778 (Cal. Super. Ct. San Francisco County). This nationwide class action suit was brought against LookSmart, Ltd. on behalf of LookSmart's customers who paid an advertised "one time payment" to have their web sites listed in LookSmart's directory, only to be later charged additional payments to continue service. The action involved claims for breach of contract and violation of California's consumer protection laws, among other things. On October 31, 2003, the Honorable Ronald M. Quidachay granted final approval of a nationwide class action settlement providing cash and benefits valued at approximately \$20 million.

Steff v. United Online, Inc., Case No. BC265953, (Los Angeles Super. Ct.). This nationwide class action suit was brought against NetZero, Inc. and its parent, United Online, Inc., by former NetZero customers. The Plaintiffs alleged that Defendants falsely advertised their internet service as being unlimited and guaranteed for a specific period of time when it was not, in violation of Consumers Legal Remedies Act, Civil Code §§ 17500 *et seq.* and the Unfair Competition Law, Business And Professions Code §§ 17200 *et seq.* The Honorable Victoria G. Chaney of the Los Angeles Superior Court granted final approval of a settlement that provides full refunds to customers whose services were cancelled and additional cash compensation. The settlement also places restrictions on Defendants' advertising.

Mackouse v. The Good Guys - California, Inc., Case No. 2002-049656, (Alameda County Super. Ct.). This nationwide class action lawsuit was brought against The Good Guys and its affiliates alleging violations of the Song-Beverly Warranty Act and other California consumer statutes. The Plaintiff alleged that The Good Guys failed to honor its service contracts, which were offered for sale to customers and designed to protect a customer's purchase after the manufacturer's warranty expired. In May 9, 2003, the Honorable Ronald M. Sabraw granted final approval of a settlement that provides cash refunds or services at the customer's election.

Stoddard v. Advanta Corp., Case No. 97C-08-206-VAB (Del. Superior Ct.). This nationwide class action lawsuit was brought on behalf of cardholders who were promised a fixed APR for life in connection with balance transfers, whose APR was then raised pursuant to a notice of change in terms. The Honorable Vincent A. Bifferato approved a \$7.25 million settlement and appointed firm as co-lead counsel for the settlement class.

In re America Online, Inc. Version 5.0 Software Litigation, MDL Docket No. 1341 (S.D. Fla.). Girard Gibbs served as co-lead counsel in this MDL proceeding, which centralized 45 class actions. The action involved alleged violations of the Computer Fraud and Abuse Act, 18 U.S.C. §§ 1030 *et seq.*, federal antitrust laws and state consumer protection statutes based on AOL's distribution of its Version 5.0 software upgrade. The Honorable Alan S. Gold granted final approval to a \$15.5 million cash settlement on August 1, 2002.

Mager v. First Bank of Marin, CV-S-00-1524-PMP (D. Nev.). This nationwide class action was brought on behalf of people who were enrolled in First Bank of Marin's credit card program. In May 2002, the Judge Pro of the U.S. District Court for the District of Nevada approved a settlement providing for cash and non-cash benefits to class members.

Ho v. San Francisco Unified School District, Case No. C-94-2418-WHO (N.D. Cal.). This civil rights action was brought on behalf of a certified class of San Francisco public school students of Chinese descent to terminate racial and ethnic quotas imposed under 1983 desegregation consent decree. See Ho v. San Francisco Unified Sch. Dist., 965 F. Supp. 1316 (N.D. Cal. 1997), aff'd 147 F.3d 854 (9th Cir. 1998); see also 143 Cong. Rec. S6097, 6099 (1997) (statement of United States Senator Hatch referring to testimony of class representative before Senate Judiciary Committee).

In re World War II Era POW Litigation, Case No. C-99-5042-VRW (N.D. Cal.). This class action lawsuit was brought on behalf of American veterans who, as prisoners-of-war held by the Japanese during World War II, were forced to perform slave labor for Japanese industry. Commenting on the Ninth Circuit decision affirming dismissal of the claims, Mr. Girard was quoted in the New York Times, “It’s not unusual that you see a demand for payment that isn’t legally enforceable. But the demand stands. If the position of the Japanese companies involved is that they refuse to consider the demand for compensation and stand on legal defenses, the moral consequences are what they are.”

Exhibit D

SLM Venture's SLM Corporation Common Stock Transactions
Between January 18, 2007 and January 3, 2008

PURCHASE TRANSACTIONS

DATE	SHARES	SHARE PRICE	PURCHASE AMOUNT
9/28/2007	2,000	49.35	98,700.00
10/4/2007	61,800	49.33	3,048,581.64
10/5/2007	30,000	49.62	1,488,666.00
10/15/2007	11,000	46.15	507,689.60
10/19/2007	26,000	50.00	1,300,000.00
10/21/2007	78,000	47.55	3,708,640.96
10/29/2007	600	47.49	28,495.02
10/29/2007	500	47.49	23,746.00
10/30/2007	7,000	47.08	329,564.90
10/30/2007	5,500	47.08	258,937.25
10/31/2007	14,553	46.92	682,803.48
10/31/2007	14,703	46.91	689,785.36
11/2/2007	1,371	45.49	62,373.37
11/2/2007	3,197	45.46	145,334.04
11/5/2007	2,500	50.00	125,000.00
11/5/2007	1,200	44.16	52,986.00
11/6/2007	2,800	43.13	120,750.00
11/6/2007	1,900	43.15	81,976.07
11/7/2007	16,200	41.34	669,693.42
11/7/2007	2,500	50.00	125,000.00
11/7/2007	14,699	41.39	608,343.12
11/8/2007	18,300	40.72	745,262.01
11/8/2007	20,380	40.73	829,975.50
11/14/2007	14,300	40.92	585,114.53
11/14/2007	21,300	42.02	895,053.69
11/15/2007	34,300	39.41	1,351,636.09
11/15/2007	22,816	39.45	900,184.75
11/16/2007	10,300	38.75	399,115.73
11/16/2007	25,000	50.00	1,250,000.00
11/16/2007	12,841	38.76	497,726.15
11/18/2007	12,271	45.00	552,195.00
11/18/2007	38,658	45.00	1,739,610.00
11/18/2007	37,271	45.00	1,677,195.00
11/18/2007	22,790	44.17	1,006,593.35
11/18/2007	55,500	47.05	2,611,533.08
11/18/2007	19,210	44.17	848,467.24
11/20/2007	37,400	36.63	1,369,782.48
11/21/2007	2,400	36.57	87,765.12
11/29/2007	2,300	37.54	86,336.02
11/30/2007	33,803	37.99	1,284,334.84
12/7/2007	4,200	36.84	154,725.06
12/10/2007	12,000	35.34	424,120.80
12/12/2007	1,000	28.15	28,150.00
12/12/2007	87,200	28.57	2,491,548.16
12/13/2007	2,500	37.06	92,637.75
12/14/2007	7,200	37.05	266,771.72
12/17/2007	2,500	37.06	92,637.75
12/19/2007	800	37.06	29,644.04
12/19/2007	2,500	33.47	83,687.38
12/20/2007	30,500	20.65	629,843.30
12/21/2007	2,500	33.47	83,687.38
12/23/2007	33,100	33.55	1,110,567.89
12/26/2007	4,800	21.68	104,052.96
	929,963	\$	38,467,021.00

**SLM Venture's SLM Corporation Common Stock Transactions
Between January 18, 2007 and January 3, 2008**

SALES TRANSACTIONS

DATE	SHARES	SHARE PRICE	SALES AMOUNT
9/28/2007	2,000	49.57	99,140.00
10/4/2007	3,800	49.31	187,384.08
10/15/2007	16,800	46.35	778,710.24
10/19/2007	7,900	45.00	355,500.00
10/21/2007	5,000	46.49	232,456.91
10/29/2007	600	47.57	28,543.02
10/29/2007	500	47.57	23,786.00
10/30/2007	7,300	47.23	344,806.01
10/30/2007	5,500	47.23	259,789.20
10/31/2007	16,753	47.06	788,342.57
10/31/2007	17,103	47.06	804,791.94
11/2/2007	1,371	45.65	62,579.30
11/2/2007	3,197	45.61	145,826.36
11/5/2007	2,100	44.38	93,200.94
11/6/2007	2,800	43.29	121,208.08
11/6/2007	1,900	43.29	82,250.05
11/7/2007	21,700	41.41	898,618.70
11/7/2007	20,299	41.44	841,170.26
11/8/2007	50,700	40.12	2,034,053.58
11/8/2007	55,347	40.08	2,218,227.01
11/14/2007	35,453	40.70	1,442,873.28
11/14/2007	35,700	40.69	1,452,761.52
11/15/2007	78,047	39.23	3,061,826.90
11/15/2007	58,229	39.23	2,284,355.82
11/15/2007	65,300	39.49	2,578,461.92
11/16/2007	28,000	38.90	1,089,211.20
11/16/2007	15,590	38.91	606,550.78
11/16/2007	19,210	38.91	747,391.94
11/19/2007	37,271	37.00	1,378,989.73
11/20/2007	51,700	36.69	1,896,614.50
11/21/2007	13,700	36.45	499,414.32
11/29/2007	3,200	37.61	120,348.16
11/30/2007	47,403	38.06	1,804,219.80
12/7/2007	4,200	37.01	155,425.20
12/10/2007	13,600	35.41	481,619.52
12/12/2007	1,000	28.23	28,230.00
12/12/2007	108,600	28.66	3,112,389.12
12/26/2007	12,100	21.79	263,620.28
	870,973	\$	33,404,688.25

SHARES HELD

NET SHARES	NET FUNDS EXPENDED
58,990	\$ 5,062,332.75

VALUE OF SHARES HELD

NET SHARES	SHARE PRICE	SHARE VALUE
58,990	19.52 \$	1,151,484.80 *

TOTAL ESTIMATED LOSSES \$ 3,910,847.95

* For shares held at the end of the class period, damages are calculated by multiplying the shares held by the average share price during the ninety (90) calendar days after the end of the class period. The price used is \$19.52 as of March 28, 2008.